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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - X

**ORDER GRANTING FIRST APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF ROTHSCHILD INC.,
FINANCIAL ADVISOR AND INVESTMENT BANKER TO THE DEBTORS,
FOR SERVICES RENDERED FROM NOVEMBER 10, 2008
THROUGH JANUARY 31, 2009**

Upon consideration of the First Application for
Compensation and Reimbursement of Expenses of Rothschild
Inc., financial advisor and investment banker to the
Debtors, for Services Rendered from November 10, 2008

through January 31, 2009 (the "Application"); and the Court having reviewed the Application and the Court having determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.

2. The Application is hereby approved in its entirety, and compensation for the Application Period in the total amount of \$540,000 is hereby approved, and the Debtors are hereby authorized and directed to pay the unpaid portion of such compensation.

3. The reimbursement of expenses for the Application Period in the total amount of \$76,697.42 is hereby approved, and the Debtors are hereby authorized and directed to pay any unpaid portion of such reimbursements.

4. This Court will retain jurisdiction with respect
to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
Apr 16 2009, 2009

/s/ Kevin R. Huennekens

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Entered on Docket: April 17 2009

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/s/ Douglas M. Foley
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby
certify that the foregoing proposed order has been endorsed
by or served upon all necessary parties.

/s/ Douglas M. Foley _____

CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: frenchs
Form ID: pdforder

Page 1 of 1
Total Served: 1

Date Rcvd: Apr 17, 2009

The following entities were served by first class mail on Apr 19, 2009.
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,
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The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 19, 2009

Signature:

